

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re

CERES CAPITAL PARTNERS, LLC,

Debtor.
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: Case No. 08-11390 (ALG)

: Chapter 11
:

**ORDER AUTHORIZING EMPLOYMENT AND RETENTION OF
MAHONEY COHEN & COMPANY AS FINANCIAL ADVISORS TO
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS *NUNC PRO TUNC***

Upon the application (the “Application”) of the Official Committee of Unsecured Creditors (the “Committee”) of Ceres Capital Partners, LLC (the “Debtor”) for an order authorizing the employment and retention of Mahoney Cohen & Company, CPA, P.C. (“Mahoney”) as financial advisors to the Committee, *nunc pro tunc* to May 9, 2008, pursuant to Sections 327 and 1103 of Title 11 of the United States Code §§ 101 *et seq.* (the “Bankruptcy Code”) and Rules 2014 and 2016 of Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”); and upon the Declaration of Charles M. Berk (the “Berk Declaration”) in support of the Application; and it appearing that Mahoney represents no interest adverse to the Committee, the Debtor, the Debtor’s estate or its creditors with respect to the matters for which Mahoney is to be retained, that Mahoney is a disinterested person as that term is defined in Section 101(14) of the Bankruptcy Code, and that its employment is necessary and in the best interests of the estate; and good and adequate notice of the Application having been given, and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED, that pursuant to Section 1103(a) of the Bankruptcy Code, the Committee is hereby authorized to employ and retain Mahoney as its financial advisor, effective *nunc pro tunc* to May 9, 2008, on the terms and conditions set forth in the Application and the Berk Declaration; and it is further

ORDERED, that compensation and reimbursement of expenses shall be paid to Mahoney as an administrative expense of the estate in such amounts as shall be determined upon appropriate application to this Court pursuant to Sections 330 and 331 of the Bankruptcy Code, the Federal and Local Bankruptcy Rules and the United States Trustee Guidelines for fees and any Order establishing procedures for interim compensation and reimbursement of expenses by professionals entered by this Court.

Dated: New York, New York
May 20, 2008

/s/ Allan L. Gropper
UNITED STATES BANKRUPTCY COURT